- 1 -

A SYSTEM AND METHOD FOR FACILITATING UNLISTED MARKET TRANSACTIONS

FIELD OF THE INVENTION

5

10

25

30

The present invention generally relates to a system and method for facilitating unlisted market transactions, and particularly, but not exclusively, to a system and method for facilitating the matching of buyers and sellers in a private equity market.

BACKGROUND OF THE INVENTION

Unlike the trading of secondary securities (such as bonds, shares, futures), private equity and other unlisted market transactions (such as sale of business, sale of debt, and international trade transactions) cannot be readily "commodified", as each transaction by a company is unique and highly dependent on the individual needs of the company at any given time.

Due to the highly specialised nature of an unlisted market transaction, the advertisement of opportunities in the unlisted markets has traditionally been communicated through word of mouth via a small specialised group of individuals, who, for the sake of clarity, will be referred to hereinafter as "advisers, agents or brokers".

There is no industry standard that regulates unlisted market transactions (other than limited aspects of the corporations law), and no professional body which oversees or regulates advisers, agents or brokers who engage in unlisted market transactions.

This has resulted in an unlisted marketplace that is largely fragmented, and relies on the small group of

- 2 -

individuals, namely advisers, agents or brokers, to match opportunities with interested investors or purchasers. The fragmented nature of the unlisted markets creates an environment where investor and purchaser education is poor, and access to opportunities is also poor, as each individual adviser or broker only has a limited network of contacts.

5

In the past, attempts have been made to ameliorate this problem by providing networks which allow different advisers, agents or brokers to come together to share 10 knowledge and opportunities. More recently, with the advent of the Internet and other publicly accessible computer networks, the task of marrying opportunities with interested investors or buyers has become partly 15 automated. Such automated services are known in the art as "matching services". Matching services generally attempt to match businesses seeking funds with investors. They do so by collecting basic data on businesses seeking funds and on investors seeking investment opportunities. 20 The matching engines then utilise this information to match businesses to investors. For example, an investor A may wish to invest in a "biotech" company, and may wish to limit their investment to \$2 million. The investor A would provide this information to the matching service. Concurrently, a "biotech" company B that has developed a 25 new technology may require \$1 million to commercialise their newly developed technology. Company B would provide this information to the matching service.

The matching service then compares the information and finds that the investment opportunity offered by company B matches investor A's criteria, and so a match would be generated and appropriate steps taken to introduce both parties. Whilst this example is overly

- 3 -

simplistic, it serves to illustrate the point that such matching services merely automate certain aspects of the individual adviser's, agent's or broker's traditional role.

Consequently, matching services are only as effective as the network of contacts that have been built up by the matching service. That is, in order for a matching service to be successful, it is required to build up a critical mass of both investors/buyers and corresponding opportunities (i.e. companies seeking investors).

Moreover, the matching service must also manage the investors and the companies correctly to ensure that reasonable matches are made. That is, if inappropriate matches are made, then over time, the credibility of the matching service will deteriorate.

In the past, there have been a number of attempts to provide a centralised matching service, which operates in an analogous manner to a traditional stock market or exchange. That is, sophisticated, partly automated and generally computer network (e.g. Internet) based matching services have been created and operated by an adviser or broker. Such services have attempted to provide a central point for unlisted market transactions and their success has been dependent on attracting a critical mass of advisers, agents or brokers.

20

25

30

The success of such services has been limited, primarily because individual advisers, agents or brokers, by joining the network, are required to partly or wholly relinquish their clients to the centralised matching service.

Obviously, advisers, agents or brokers will not readily pass their clients to another service, particularly where the service is centrally administered

- 4 -

by another adviser or broker and not a disinterested third party (such as a quasi-government body). Therefore, privately run centralised matching services are flawed because their centralised nature requires each adviser or broker who joins the network to relinquish control over their clients in return for little objective gain.

5

10

15

20

25

30

Consequently, there exists a basic tension between the best interests of advisers, agents or brokers, and the best interests of their clients. While advisers, agents or brokers are disadvantaged if they relinquish their clients to a centralised matching service, clients are obviously advantaged, as they are potentially exposed to more or better opportunities if they become part of a larger community of opportunities. Some matching services have tried to ameliorate this problem by allowing interested entities with opportunities to directly register with their matching service. This solution is also sub-optimal, as many entities are not aware of the strict requirements placed on them by the corporations law in many jurisdictions, and may unwittingly fall foul of the corporations law when listing their opportunity.

Furthermore, such entities may not have experience in placing their opportunity in the best light, and may find it difficult to do so without the help of an experienced adviser or broker.

In other words, there are advantages to be gained by retaining the services of the adviser or broker to conduct the transaction, but, by their nature, centralised matching services unwittingly provide a strong disincentive to the adviser or broker community.

- 5 -

SUMMARY OF INVENTION

5

10

15

20

25

30

In a first aspect, the present invention provides a method for facilitating unlisted market transactions by a party over a computer network, comprising the steps of allowing a first user to enter information regarding an unlisted market transaction by the party, the information including one or more characteristics which describe the unlisted market transaction, and posting the information to a point on the computer network which is accessible by other users, wherein the point on the computer network identifies the information as having been entered by the first user.

The method may comprise the further step of comparing the posted information against other information regarding other unlisted market transactions, and if the information meets a predetermined matching criteria, generating a match condition and communicating the match condition to the first user.

The step of comparing the posted information against other information regarding other unlisted market transactions may comprise the further step of comparing key words regarding each unlisted market transaction against key words regarding each of the other unlisted market transactions, and generating the match condition if the key words match.

The method may comprise the further step of ascribing a value to each of the plurality of characteristics, and comparing the value of each characteristic in the entered information against a corresponding characteristic in other entered information, to derive a rating value therefrom.

- 6 -

The method, in one embodiment, comprises the further step of comparing the rating of each unlisted market transaction to a predetermined value, whereby, if the rating value is greater than the predetermined value, a match condition is generated.

5

10

15

20

25

30

In one embodiment, the party to the transaction is not identified, either by removing identifying information prior to posting the entered information, or by not allowing the first user to enter information that identifies the party.

The method may further comprise the step of verifying the information entered by the first user against a predetermined set of verification criteria, wherein the information entered by the first user is not posted to a point on the computer network if it does not comply with the predetermined set of verification criteria.

In a specific embodiment, the method further comprises the step of allowing the first user to provide post-transaction information once the transaction is completed, wherein the post-transaction information is posted to a point on the computer network accessible by the other users.

The method may further comprise the step of allowing the first user to enter the information or post-transaction information via a predetermined form

containing a series of questions.

The method may comprise the further step of providing a plurality of forms, and allowing the user to choose a relevant form from the plurality of forms, whereby the relevant form contains questions that allow the user to enter information relevant to a specific event.

In one embodiment, the point on the computer network is a web site associated with the first user.

- 7 -

The point on the computer network will, in many embodiments, be a website that appears to be owned and operated by the agent, advisor, or broker. That is, an outside user viewing the opportunity may see a website that contains the branding, contact details and other information of the broker, advisor or agent. However, the underlying information regarding opportunities may reside on a different server. In this manner, the agent (and client) enjoys the benefits which arise from exposed to a large number of opportunities, whilst simultaneously allowing the agent, advisor or broker to retain control over their personal listings.

5

10

15

20

25

30

In a method in accordance with an embodiment of the present invention, a user is generally an agent or an adviser acting on behalf of a party, the party generally being an entity such as a company or an individual. However, it will be understood that the user and the party may be one and the same. In another embodiment, however, the first user is restricted to being an agent or adviser acting on behalf of a party.

In a particular embodiment, the first user may enter information into a first server arranged to receive information regarding an unlisted markets transaction by the party, and the first server posts the information to a point on the computer network.

The first server may provide the information to a second server, the second server being arranged to compare the unlisted market transaction against other unlisted market transactions by other parties, and, if a match condition is generated, report the match condition to the user.

One of the first and second servers may send the information to a third server arranged to receive and

- 8 -

store the entered information, wherein the stored information is utilisable to perform a statistical analysis of the unlisted market transactions.

5

10

15

20

A plurality of first servers may be provided, each first server being associated with a different user and a match condition may only be generated between entered information that resides on a single first server.

Advantageously, a method in accordance with the present invention allows an adviser or agent to operate what appears to be an independent website, with opportunities that are managed by the adviser or agent being displayed on the website. To a third party, the website appears to be owned and managed by the adviser or agent, whilst the adviser or agent continues to enjoy the benefits of being part of a larger network of advisers, agents or brokers.

The method in accordance with an embodiment of the present invention provides a number of advantages.

Firstly, the decentralised methodology utilised allows advisers, agents or brokers to maintain their independence while still interacting with a large community of other advisers, agents or brokers (i.e. a 'network of networks').

Secondly, by preserving the anonymity of the parties listed, the advisers, agents or brokers retain control over the entities they manage (i.e. their clients), as all interested parties must, at first instance, contact the advisers, agents or brokers if they wish to receive more information.

Thirdly, the form driven interface ensures that all information provided is comprehensive and relevant, as the forms serve to guide advisers, agents or brokers.

- 9 -

Fourthly, the information gathered will, over time, create a comprehensive database of raw statistical data, which may then be used for analytical purposes (for example, determining overall trends in the market or monitoring participants).

5

10

15

20

25

In a second aspect, the present invention provides a system for facilitating unlisted market transactions by a party over a computer network, comprising means for allowing a first user to enter information regarding an unlisted market transaction by the party, the information including one or more characteristics which describe the unlisted market transaction, and means for posting the information to a point on the computer network which is accessible by other users, wherein the point on the computer network identifies the information as having been entered by the first user.

In a third aspect, the present invention provides a system for facilitating unlisted markets transactions by a party, comprising, a first server arranged to receive information from a user regarding an unlisted markets transaction by the party, the first server being arranged to post the information to a point on a computer network and provide the information to a second server, the second server being arranged to compare the unlisted market transaction against other unlisted market transactions by other parties, and, if a match condition is generated, report the match condition to the user.

In a fourth aspect, the present invention provides a computer program arranged, when loaded on a computing

30 system, to implement a method in accordance with the first aspect of the invention.

- 10 -

In a fifth aspect, the present invention provides a computer readable medium providing a computer program in accordance with the fourth aspect of the invention.

5 DETAILED DESCRIPTION OF THE DRAWINGS

10

15

20

Features and advantages of a preferred embodiment of the present invention will now be described, by way of example only, with reference to the accompanying drawings, in which:

Figure 1a is a computing system suitable for use with an embodiment of the present invention;

Figure 1b is a diagram depicting a system in accordance with an embodiment of the present invention;

Figure 1c is a diagram depicting a system in accordance with another embodiment of the present invention;

Figure 1d is a diagram depicting a system in accordance with a further embodiment of the present invention;

Figure 1e is a diagram depicting a system in accordance with yet another embodiment of the present invention;

Figure 2a is a screenshot of a database menu in an embodiment of the present invention;

Figure 2b is a screenshot of a database administration menu in accordance with an embodiment of the present invention;

Figure 2c is a screenshot of a database

30 administration option to add or locate exchange in
accordance with an embodiment of the present invention;

Figure 2d is a screenshot of a database administration option to add or locate listings lodgement

- 11 -

form in accordance with an embodiment of the present invention;

5

20

25

30

Figure 2e is a screenshot of a database administration option to add or locate competitive advantages in accordance with an embodiment of the present invention;

Figure 2f is a screenshot of a database administration option to add or locate match types in accordance with an embodiment of the present invention;

10 Figure 2g is a screenshot of a database administration option to add or locate match questions for buyers and sellers in accordance with an embodiment of the present invention;

Figure 2h is a screenshot of a database

15 administration option to add or locate match properties of questions for buyer and sellers in accordance with an embodiment of the present invention;

Figure 2i is a screenshot of a database administration option to add or locate match properties of questions for buyer and sellers in accordance with an embodiment of the present invention;

Figure 2j is a screenshot of a database administration option to add or locate periodic matching properties of in accordance with an embodiment of the present invention;

Figure 3 is a screenshot of an international marketplace board utilised in an embodiment of the present invention;

Figure 4a is a screenshot of a country marketplace board utilised in an embodiment of the present invention;

Figure 4b is a screenshot of an advisors, brokers or agents listings board utilised in an embodiment of the present invention;

- 12 -

Figure 4c is a screenshot of a login screen utilised in an embodiment of the present invention;

Figures 4d, to 4p are screenshots of a personalised web interface or console utilised by advisors, brokers and agents in an embodiment of the present invention;

Figures 4q to 4x are screenshots of a personalised web interface or console utilised by marketplace administrators in an embodiment of the present invention;

Figures 5a and 5b are screenshots of a personalised web interface or console utilised by investors and buyers in an embodiment of the present invention;

Figures 6a to 6e are screenshots of a marketplace board web page utilised in an embodiment of the present invention;

15

10

5

DESCRIPTION OF A SPECIFIC EMBODIMENT

At Figure 1a there is shown a schematic diagram of a computing system 1 suitable for use with an embodiment of the present invention. The computing system 1 may be used 20 to execute applications and/or system services such as deployment services in accordance with an embodiment of the present invention. The computing system 1 preferably comprises a processor 2, read-only memory (ROM) 3, random access memory (RAM) 4, and input/output devices such as 25 disk drives 5, keyboard 6, mouse 7, display 8, and printer The computer includes programs that may be stored in RAM 4, ROM 3, or disk drives 5 and may be executed by the processor 2. Disk drives 5 may include any suitable 30 storage media, such as, for example, floppy disk drives, hard disk drives, CD ROM drives or magnetic tape drives. The computing system 1 may use a single disk drive 5 or multiple disk drives. The computing system 1 may use any

5

10

15

20

25

- 13 -

suitable operating system 9, such as WindowsTM or UnixTM. The computing system contains a software application (including a database) 10, which is arranged to operate in accordance with an embodiment of the present invention.

It will be understood that whilst an embodiment of the invention may be arranged to operate on a single computing device, the software application 10 may be comprised of a plurality of components, each component being arranged to operate on a separate computing device, each computing device being arranged to reside on a network. In more detail, the architecture in Figure 1a is one example only of computer architecture that could be used to implement an embodiment of the present invention. Other architectures may also be utilized, such as a mainframe/terminal architecture, or a distributed computing architecture where sub-components of the system are distributed amongst different physical computing systems.

The computing system 1 includes means for allowing a first user to enter information regarding an unlisted market transaction, and means for posting the information to a point on the computer network, and posting the information in a manner which identifies the information as having been entered by the first user. In the example given in Figure 1a, the means may be a web server (which forms part of the software application 10) which prompts the first user to enter information through a web interface, and which then provides that information to other users on a web site.

In more detail, at Figures 1b, 1c, 1d and 1e there are shown diagrams which depict systems for facilitating unlisted market transactions in accordance with different embodiments of the present invention.

- 14 -

Referring to Figure 1b the system for facilitating unlisted market transactions in accordance with an embodiment of the present invention includes a group account website 19 (labelled "Group Account Website" in Figure 1b), which is connected via a network 12c, such as 5 the Internet, to a country website 18 (labelled "Country Website" in Figure 1b), which is in turn-connected to a central website 17 (labelled "Global Market Website" in Figure 1b). Each of the websites includes a web server 10 which is arranged to interact with a database 10. Advisers, agents, brokers, investors or buyers (15a, 15b, 15c, 15d, 15e) (termed a "member" in the diagram) can set up or are provided with a secure group account 11b (11a, 11c, 11d, 11e) on the group account website 19 on the 15 system. The group account website will allow the members (15a, 15b, 15c, 15d, 15e) who form a discrete organisation to operate under a single group account. That is, each organisation (e.g. an accounting firm, an investment firm, etc.) will have a single group account website, even though each member (i.e. an individual) will access their 20 organisation's group account via an individual login procedure. However, it will be understood that a member may utilise any suitable device to access the web page to perform login procedures, such as a personal computer, a networked computer, a portable computer including a 25 notebook, a PDA, a Pocket PC, a Tablet, a proprietary LCD screen or terminal, a Television or other type of video display unit (VDU) or a wireless device such as a Smart Phone or a Mobile Phone.

In the embodiment described, there are provided three different websites, which together form an embodiment of a system in accordance with the present invention.

- 15 -

The first website is termed the "Global Market Website". This website provides the viewer with a summary listing of the total monetary value of all opportunities for each country or jurisdiction. A user may click on a link for a particular country and will be transferred to 5 the Country website. The Country website contains a listing of all the agents which operate within the particular country and a summary of the total monetary value of all opportunities listed by the agent. A user may click on a link for a particular agent and will be 10 transferred to the group website, which lists all opportunities offered by the agent. A user may interact with the system at any level (i.e. they may proceed directly to the Global Market website, the Country 15 website, or any one of the Group websites), depending on their requirements.

Referring to Figures 2a, to 2j, there is depicted a number of different systems for facilitating unlisted market transactions in accordance with different embodiments of the present invention. Figures 2a to 2j include screenshots of the type of web pages which may be rendered when a call is made to database 10 by a user (as referred in figures 1a to 1e).

20

25

30

Figure 2a depicts a screenshot of the relevant web page with a main menu of the software application 10.

The main menu of the software application 10 may be accessed by providing a unique username and password through a login screen (not shown). However, it will be understood that any suitable authentication procedure may be utilised, such as IP Address authentication, connection via a dedicated hardware or wireless link, or any other suitable hardware or software authentication system.

- 16 -

The main menu at Figure 2a, utilising the web server and the database, provides the inventor or the database administrator access to the database for additions and modifications.

At Figure 2b is a screenshot of the relevant web page produced by the software application 10 with a sub menu on the left side, which links to relevant parts of the database for additions and modifications.

Referring to Figure 2c, the database administrator can add or locate to modify the list of users of the database. For example, a list of Country Websites wanting to match locally and internationally may be placed in the same central database (see also Figure 3).

10

15

20

25

Once the database administrator has successfully accessed the database and established a Country Website, the database administrator can perform numerous tasks such as adding or modifying existing listing forms (see Figure 2d), adding or modifying individual questions in the database (see Figure 2e), adding or modifying the type of match (see Figure 2f), adding or modifying an individual question in the database (see Figure 2g), adding or modifying the match properties of a individual question included in the database for the match (see Figures 2h and 2i) and adding or modifying the matching period (see Figure 2j).

Once the software application 10 has established a country website 18, the marketplace administrator can access their administrator console (see Figure 4v) to add or modify a group account.

The secure group account website 19 (also see Figure 6a) is accessed by an individual of an organisation by providing a unique username and password through a login screen 16 (see also Figure 4c). However, it will be

5

10

15

20

25

30

- 17 -

understood that any suitable authentication procedure may be utilised, such as IP Address authentication, connection via a dedicated hardware or wireless link, or any other suitable hardware or software authentication system.

The group account, utilising the web server and the database, provides the group account and their members, when they have logged in, with a personalised web interface, which is also termed a "console" (see Figures 4d to 4x, and 5a and 5b). The personalised web interface provides the member with a menu on the left hand side of the screen, which allows the member to access a number of functions, including the ability to list new opportunities (either buyers or sellers), update opportunities previously entered into the system, view reports, and perform other administrative functions related to the administration of their account.

In the present context, the term "member" is used to denote a user of the system. That is, someone who would interact with the system by listing opportunities or creating buyer or investor profiles. The user of the system would generally be an adviser, broker or agent acting on behalf of an entity such as a company or an investor, although it will be understood that the user may be any suitable person who wishes to list an opportunity or create a buyer or investor profile.

The user may become a member of the system by appropriate registration procedures. For example, they may submit appropriate personal and/or professional details, such as their name, their address and contact details, occupation, references, and/or any other details required by the system. Once these details are entered, the details may be vetted by an administrator of the system to ensure that the user is appropriate. The user

- 18 -

may also be asked to sign a contractual agreement (electronic or otherwise) which binds them to behave in a certain manner, and which makes them aware of their rights and responsibilities regarding use of the system. Any appropriate vetting process may be utilised to adequately screen new users before they are allowed to become a member of the system.

5

10

15

20

25

30

In the present context, the term "opportunity" is used broadly, to denote either a request for investment (i.e. an individual or company listing, to the market at large, an opportunity to invest in a project or company), or a request to invest (i.e. an individual or company listing their interest in a particular opportunity).

When the member is setting up a new account (i.e. listing a new opportunity), the member will generally begin the process by entering the correct web page.

Figures 4e and 4h are provided screenshots of the relevant web page for entering information regarding a seller (i.e. a company seeking investment) and a buyer (i.e. an investor seeking opportunities), respectively.

The information is entered via a series of web forms, each form being arranged to allow the member to provide information in response to a series of predetermined questions. If the member wishes to enter information regarding an existing opportunity, the member firstly chooses the appropriate opportunity from menu 30, 40. If a new form is to be filled and submitted, the blank forms relevant to the particular opportunity may be accessed by clicking on the appropriate link in menu 31, 41. If an existing (and previously submitted) form is to be updated, the existing forms may be accessed at menu 31, 41.

5

10

15

20

25

30

- 19 -

The predetermined questions in each form are arranged to elicit all information required by the system to correctly and accurately list the opportunity.

Initially, the member will be allowed to enter some basic information with regard to the entity which is providing the opportunity or seeking an opportunity (e.g. a company or an investor). At Annexure A there is provided a so-called "Seller Form 1 - Equity / Debit Listing", which includes a sample of the types of questions that the member will be prompted to answer. A screenshot of Seller Form 1, as it would appear to the member on the web page, is also provided at Figure 4e.

The questions provided in Seller Form 1 can include

information regarding the company (name, address, core business of company, etc.), the type and amount of investment being sought, the transaction history of the company (e.g. has investment been sought in the past), the current liquidity of the company, the value of any company assets, current phase of company (e.g. start-up, established business), and any other parameters required to correctly list the opportunity. It will be understood that the breadth and scope of such questions are dependent on local corporations law and regulations, the amount of information required by particular investors, and any other factors dictated by local legal and business practices. The questions included herein are provided by way of example only, and should not be construed as

The questions are framed to elicit all relevant information, even though the member may not be an expert in the market or legal requirements for listing a private equity opportunity. That is, the questions serve to guide

limiting on the scope of the invention.

5

10

15

20

25

- 20 -

the member through the information requirements for making a listing.

Once the information regarding the entity has been entered, further information may be required to adequately complete the listing. The listing of an opportunity in the primary market is generally not a one step process, but involves the gradual accumulation and publication of information regarding the financial history of the company, publication of annual reports, publication of special announcements regarding the progress of the company (for example, the achievement of a milestone, the development of a new technology, the acquisition of another company, the receipt of an unusually large order, or the gaining of a new significant client) and other information such as the amount of investment capital sought, the preferred conditions of any negotiation, etc.

This information may be entered into the system over a number of discrete time periods. Each entry of information is generally made in response to one or more of the abovementioned events. This necessitates the need to provide a large number of standard forms, each serving a particular purpose and being arranged to guide the exchange member by prompting them to enter all relevant information for that particular event. As stated earlier, these forms are available on the system by either clicking on the menu 31 on the "sellers" webpage (see Figure 4e) or on the menu 41 on the "buyers" webpage (see Figure 4h).

The types of forms may be broadly categorised into:

- Business planning (refer Figure 4e);
- 30 Seller listing (refer Figure 4e);
 - Buyer profile (refer Figure 4h, 4i);
 - Announcements (refer Figure 41);
 - Milestone reporting (refer Figure 4f);

- 21 -

- Match reports (refer Figure 4j, 4k); and

- Success reporting (refer Figure 4m).

Some forms may be so-called "multi-purpose" forms. Generally the multi-purpose forms contain a single key question that allows the system to determine the particular purpose for which the form is being utilised. The key question could be the price, the form number or how the form acts in the matching process.

One particular form, which is described herein as

10 "Seller Form 1", is one example of the many types of form available.

Turning to Seller Form 1, which is included at Annexure A, there are provided several questions which determine the entire nature of the listing.

15 For example, the field questions 29 to 52 define a checklist of information available to potential investors which may assist with their due diligence. The type of information required during due diligence by investors may include:

20 - Current Financial Accounts;

- Tax Return information;

- Business Plan;

5

- Shareholders Agreement;

- Resume of Management Team;

25 - Competitors Analysis;

Pricing Strategy;

- Selling Strategy;

- Milestone or Action Plan; and

- Technology Strategy.

Once the information and milestone reporting information regarding the entity has been fully entered, the advisor can lodge the listing, by selecting the 'Submit' button (see Figure 4q).

- 22 -

In another example, the link "My Listing" (see Figure 4g), defines how a listing status will be displayed and how other members can interact with the listing status. At any given time, a listing may be in one of a number of states, including:

- Pre-lodgement;
- Pending;

5

15

20

25

30

- Active;
- Care Mode;
- 10 Suspension; and
 - Delisting.

Pre-lodgement is the default status for all new listings created by each member. It is the status in which the form is completed prior to Lodgement. At the pre-lodgement stage, members have full access to any element of the form, and it will not be displayed anywhere else on the system aside from the console.

Once the member has completed the form, it may lodge with the group account website then forwarded to the system, or the form may be sent directly to the system. At this point, the listing status will change to "pending" in the member console.

The listing will then appear in the marketplace administrator's console, as provided at Figure 4q. The listing will remain in this mode pending the administrator's decision to approve or reject the listing (see Figure 4r).

Once the listing is approved the status will be changed to "active" in the console of the member. At this point, the system can publish the listing at a variety of marketplaces, including the group account website.

Furthermore, the listing may appear in a match report, if the appropriate rating is achieved.

- 23 -

The other important variable or field is "listing type", which includes:

PCT/AU2005/000053

- Equity/Debt;
- Sale of Equity;
- 5 Trade & Alliance;

WO 2005/069178

15

20

25

30

- Business Sale;
- Prospectus;
- Executive Placement; and
- Commodities & Produce.

These are examples of the variety of listing types available on the group account website. By selecting one of the listing types on the multi-purpose form, the questions asked by the form will change depending on the listing type chosen.

The majority of forms are divided into two broad sets of questions. The first are a series of general questions that apply to all listing types. The second broad category is a series of questions specific to a listing type. Each set of questions for each listing type is provided under an appropriate subheading.

By providing a specific form or a subsection within a form for each type of event that forms part of the overall history of the transaction, the system advantageously prompts the member to input information regarding the opportunity or the entity in a systematic and consistent manner. This serves to build a coherent and comprehensive history for each entity entered in the database, which ensures that the credibility and integrity of the database is maintained, whilst simultaneously providing a comprehensive database of information which may then be analysed for statistical purposes (this aspect of the invention will be described in more detail later).

- 24 - .

Once the member has entered all relevant information, the group account website or the system will verify the information entered (i.e. the answers provided to the questions) to ensure that the information meets a predetermined standard. That is, the entered information must meet a number of threshold conditions. The threshold conditions may range from a simple consistency and accuracy verification, to a more comprehensive verification.

5

15

20

25

A simple consistency or internal verification may form part of a first stage check which is utilised to identify any obvious or systematic errors (e.g. an incorrect Company Number).

A second stage verification employs more sophisticated techniques and performs a more sophisticated analysis of the entered information.

That is, the system assesses all entered information and makes a preliminary determination as to whether the type of investment sought is prima facie reasonable. For example, it may not be reasonable for a start-up firm with no assets and no transaction history to request an investment loan of \$10 million. Therefore, if a transaction with these criteria is entered into the system, the system may flag this entry as a problematic entry, or take other appropriate action.

The verification protocols may be implemented utilising any appropriate algorithm, such as a formula that uses a number of weighted variables to determine a final "score" or rating (a percentage rating, for example), the score being related to the "reasonableness" of the offer. The final score or rating may then be compared to a predetermined arbitrary cut-off score.

- 25 -

If the final score or rating falls below the arbitrary cut-off score (say 50%), then the system may flag the entry as a problematic entry. If the group account website identifies a problematic entry, it either returns a query message to the member, asking the member to verify the correctness of the information, alter the information (for example, downgrade the amount of capital they are seeking), or alternatively, the information may be forwarded to an administrator or an independent party, who will manually check the information before either approving the entry or rejecting the entry.

5

10

15

20

25

30

Once the form is approved, the status of the form will be changed to active. It will then be published in summary form on the group account website. It will also be open to matching (described later). Updates and Announcements may also be made to the forms, which will be added to an entry log.

Updates can only be made to active listings. Members can access the existing listing in their personalised web interface, make changes to the listing, and re-submit the listing. The system administrator of the group account website will receive a report on the updates made to the listing and either approve or reject the updates. Update requests are presented in a form where only the fields that have been changed are shown, thus making comparisons from old to new simple. If a listing update is approved, the original will remain in the entry log, as will the updates, and the updated listing will become the active listing. Matching (discussed later) will also be automatically undertaken on the updated listing.

The system may also be arranged to require mandatory updates, to ensure that the listings are correct and continue to be relevant. Mandatory updates may occur

- 26 -

within a particular time frame (a number of times per year, for example), or update requests may be issued at random times.

When a mandatory update becomes due, each member will receive an alert reminding them that an update is due. 5 Once the update is lodged and approved, the alert will disappear and the update will be recorded in the entry The log may be accessed through the personalised web interface (see Figure 9). There may be penalties for failing to comply with a request to update information. 10 For example, if a member fails to make an update within 30 days of the alert, then the listing will be suspended. Ι£ another 30 days passes, the listing will be marked as "delisted" and will be removed from the group account website, although the listing will remain in the database. 15

The form may also be ascribed with a different status. The Care Mode status may be applied if the entity is undergoing changes that may make the information on the form incorrect or redundant. This is particularly important where other members or users must be advised of a possible change before it occurs. The listing will still appear on the group account website and be able to be viewed, but it will not be used in matching.

20

25

30

Suspension Status will be invoked where outside circumstances deem it necessary to withdraw such information from public circulation. In this case, the existence of the listing will remain public information, but the member is not able to view detailed information or entry logs. Delisting Status can occur where the listing will no longer appear on the group account website, but must remain in the database.

If the information provided by the member satisfies the threshold conditions, the system consequently extracts

- 27 -

relevant sections of the entered information and transforms the extracted information into a summarised listing which may then be displayed on the group account website (see Figure 6a).

Generally, the summarised listing will only contain 5 de-identified information. That is, when the system converts the entered information into a summarised listing, all information which can uniquely identify the entity (e.g. name, address, etc.) is removed from the 10 listing, so that the identity of the entity is not made publicly available on a website or by any other means. In the specific embodiment shown in Figure 6a, the only information shown regarding each opportunity is the relevant industry 60, the stage at which the opportunity has developed 61, the location of the entity 62, the value 15 of the investment sought 63, the competitive advantage offered by the entity 64, and sub-menu options for further information about the listing 65. Therefore, whilst not explicitly identifying the entity which is offering the 20 opportunity, enough information is conveyed for a viewer to form a reasoned opinion as to whether they wish to contact the member and seek more information regarding the opportunity.

Not revealing the identity of the entity publicly
25 serves a dual purpose. Firstly, certain legal
consequences and obligations can arise in some
jurisdictions if an entity publicly advertises an
opportunity. In other words, it is not always advisable
for an entity to publicly display opportunities.
30 Secondly, as the entity is not uniquely identified, any
person interested in seeking more information must
approach the member if they are interested in obtaining
more information or pursuing the opportunity. In other

- 28 -

words, persons viewing the web page are prevented, at first instance, from bypassing the member and interacting directly with the entity.

The anonymity of the web site posting ensures that the member controls initial contact between the entity and any interested party, and correspondingly, the disincentive to the member which is normally associated with listing on a centralised database is ameliorated.

5

10

25

30

The information regarding the company is listed at two levels, namely at the country website, and also at the group account website.

The country website (see Figure 4a and 4b) provides a list and links to group account listing board, which contains a list of all investment opportunities.

Referring to Figure 4a, the listing on the country website can be limited to a link to the group account website 70, the total number of listings for that group account 71, the total sellers capital on offer 72, and the total buyers capital on offer 73. The web page provides an instant summary of the information for each group account.

If a viewer of the country website accesses the link to the group account website 70, the viewer accesses the group account website homepage, at which the viewer may then click on the link to go through to the group account marketplace (see Figure 6a) on which there is listed a de-identified list of every opportunity currently being provided by the group account.

The group account website may reside on a separate server, or may reside on the same server as the country website. In one embodiment, the country website hosts a number of "virtual" domains, each domain being for a particular group account. When a viewer accesses an individual group account's website via the appropriate

- 29 -

link, the country website provides a web page with content that is unique to the individual group account (e.g. corporate logo, corporate colours, links back to the group account's principal website, etc).

In another embodiment, each group account website resides on a separate web server, and the group account website "links" to the country website to request appropriate data. The appropriate data is subsequently rendered and displayed by the group account website as required.

5

10

15

20

25

30

In both embodiments, the group account maintains a separate "presence" on the Internet, but advantageously utilises the facilities and information located on the country website (and also the central server). In this manner, the group account maintains complete control over their branding, image and clients, while advantageously utilising the resources and network provided by the country website and the central server. In other words, the system utilises a decentralised model of operation.

By providing a group account website for each organisation, the information entered by each exchange member of the group account is posted onto a website that is associated exclusively with the group account (and by inference the exchange member) and not with the country website or any other group account that is a member of the network. This advantageously allows the members of a group account to maintain their independence as advisers, agents or brokers, whilst simultaneously providing a forum in which each member has their opportunities placed in a larger "pool" of opportunities with other opportunities presented by other independent advisers, agents or brokers.

- 30 -

This larger pool of opportunities allows the country website or the central server to provide a matching service, to match potential investors with investment opportunities.

The matching occurs at three different levels.

Matches may be made between members in a single group account website, or between different group accounts, or between different country websites, or any combination of the above. That is, an agent may choose to perform matches only on the opportunities on his own (group) account, or on opportunities within a country, or any subset thereof.

Each match is performed in two-stages.

5

10

25

30

The first stage utilises simplistic criteria for
generating a match, and is generally based on only one or
two parameters. These parameters may include stage of
business, minimum or maximum capital requirements,
industry sector, geographical location, competitive
advantage, or independent valuation. If an investment
opportunity and an investor have the same criteria for the
one or two parameters named above, then a match is
generated and both entities are informed via the
generation of a match report (see Figure 4j and 4k).

The second stage utilises a more complex algorithm, involving a number of parameters, to provide a rating or score of the compatibility between the potential investor and the investment opportunity. In addition, the algorithm also includes a number of steps to qualify the match between buyers and sellers. These steps may include the matching of key words (previously entered by the member) and more detailed questions. Each of these questions are ascribed a weight value. It will be appreciated that the weight value attached to each

- 31 -

question may be varied according to the particular market wisdom at the time, or to the particular desires of an entity. For example, in a private equity market, some investors may be particularly interested in start-up companies. As such, the "stage of business" question may have a higher weighting (i.e. it will contribute more to the overall score) than other questions. A score is attached to each question depending on the answer provided by the member, and then this score is weighted appropriately (see Figures 2f to 2i).

5

10

15

20

25

30

Turning to Annexure B, there is shown an example of the types of questions that may be utilised to generate a match. The questions relate specifically to a private equity market transaction, although it will be understood that appropriate questions could be composed for any other type of unlisted market transaction. Such modification would be within the purview of an uninventive person skilled in the art.

In Annexure B, column "M" identifies a match question, labelled "M1" to "M60".

There is a "M1" in the business section and a "M1" in the corresponding investors section, and so on. Each question will have the same options for an answer, so a comparison for matching can be made.

In the adjacent column "O", there is provided a matching score for each respective question. In a match between two entities, the score for any particular question will be the same for both entries, but the entry will only be recorded in the investors' section, as it will generally be the investor who is informed of the opportunity.

An example of the matching algorithm will now be described in detail, and with particular regard to a

- 32 -

private equity market which is comprised of "investors" and "opportunities".

5

15

20

25

30

If an investor wishes to see equity/debt listing, and there are equity/debt listing, then there is potential for a match so a comparison can be made. The system will match all the general questions and the equity/debt specific questions. Where a match is made on a particular question, then the score in column "O" is added to create a rating.

The score for the general questions add up to 50, and the scores for the specific questions also add up to 50, creating a total possible score of 100.

Each question is weighted according to relative importance. A score or rating of at least 50% is deemed as a match, so the member is alerted to the existence of an opportunity that may interest their client. Ratings at less than 50% are not notified. It will be understood that any appropriate matching score may be used, depending on the weighting ascribed to each question, and the personal preference of the members or the system administrator.

The weighted score from each individual question is then combined utilising an appropriate algorithm, to arrive at a final matching score. If the final score value is greater than a predetermined value, then a match occurs and the member who is responsible for the entity is informed of the match via their personalised web interface, and in particular, when they choose the buyer match report screen (see Figure 4j). If the final score value is less than a predetermined value, then no match occurs, and the member is not informed.

The matching algorithm used in a specific embodiment is shown in the spreadsheet at Annexure C. Once

individual compatibility scores have been determined, the system may then provide "average" scores for different domains, namely the group account, the country website, the central server.

5

10

15

20

25

30

- 33 -

The average scores are provided by summing all individual scores within a particular domain, and then dividing by the number of individual scores. As can be seen in Annexure C, this serves to provide members with an indicator of the "average quality" of the opportunities posted within a domain. For example, if an individual opportunity results in a high match score (say, 90%), and if the average for a particular group account is also quite high (say, 70%), then the member can have some certainty that the opportunities in the group account are relevant to their needs.

There may also be calculated an "overall average" score for the marketplace, which is achieved by taking the average score for individual transactions, the group account average score, the country website average score, and the central server average score, combining these scores, and dividing by four.

Once the member is presented with a match report, they may choose one of a number of actions on menu 80. If they are not interested in the match, they can delete the match from their personalised web interface by choosing the "Not Interested" icon 81. If they wish to review the match at a later date, they can choose the "Save for later" icon 82. If they wish to receive more information, they can choose the "email to buyer" icon 83. In other words, when taking action with regard to an opportunity, a member is only required to interact through the personalised web interface.

- 34 -

Notification via the personalised web interface is chosen in preference to email, as it entices the member to log into the system on a regular basis. In another embodiment, however, the match is provided to the member via email, which may be more convenient in some circumstances (for example, where a member can only access their personalised web interface on an irregular basis). It will be understood that the match may be communicated in any suitable form including, for example, SMS, MMS, and other wireless communication technologies.

10

15

20

25

Whilst the system is used to list unlisted market transactions and to match interested entities with opportunities (and thereby assist in the coherent and efficient operation of the unlisted market transactions), the negotiations and subsequent transactions with respect to each individual opportunity are performed off-line. That is, once a match has been made and both parties have been informed, any negotiations, monetary transactions or contractual transactions occur privately between the parties and without the assistance of the system.

However, while the transaction is not completed on-line, the system prompts the members acting for each of the both entities to enter information regarding the successful completion (or otherwise) of the transaction (see Figure 4m). That is, once an entity decides to take up an opportunity (or not take up an opportunity), the details regarding the decision are entered into the system by the member.

The requirement to enter such information serves a number of purposes. Firstly, it allows a history of entities and members to be built over time. This in turn allows the system administrator to determine any unusual

- 35 -

patterns of behaviour and take corresponding and appropriate action.

5

10

15

20

25

30

For example, in a private equity market, if a company seeks investment, but, over a period of time, the company continues to make unrealistic demands from potential investors and negotiations are never satisfactorily completed, then such behaviour will be recorded. Over time, this recorded behaviour will show evidence of a pattern of poor behaviour that will be obvious to other members and to any central system administrator. As a consequence, the company may either be ignored by other members, or the central system administrator may take some disciplinary action against the member (for example, preventing the member from making any further listings on the system).

This advantageously allows the system as a whole to be regulated and the quality of participation to be monitored, despite the decentralised model adopted by the system.

Secondly, the gathering of post-transaction information allows the central system to also serve as a repository for raw statistical information regarding transactions in the unlisted markets. As the unlisted markets are, by nature, very fragmented, little reliable information exists regarding the total volume of transactions, the average value of transactions, current trends, etc. in each of the markets. By requiring members to enter information regarding each successful (and unsuccessful) transaction, a large volume of information regarding individual transactions can be built up, which may then be statistically analysed to provide information regarding the unlisted markets.

- 36 -

Thirdly, the requirement to enter post-transaction information may also be used to monitor the effectiveness and professionalism of a member or a group account. If a member or group account is tardy or does not comply with all requirements imposed by the system, the member or group account may be appropriately penalised. For example, after numerous instances of non-compliance, the member or group account may be excluded from the system and from listing any new opportunities. This advantageously requires members and group accounts to maintain a minimum standard of professionalism and performance.

It will be understood that embodiments of the present invention may be broadly applied to any unlisted market transactions or offers, such as:

- a private company seeking capital, either equity or debt;

15

20

30

- a private company seeking a trade or alliance partner;
 - a private company wanting to sell a business;
 - an individual wanting to sell a business;
- an individual seeking to provide capital, either equity or debt;
 - an individual wanting to buy a business;
- either equity or debt; and/or
 - a public company wanting to buy a business.

It will also be understood that whilst the embodiment described herein utilises three discrete websites to perform all functions, other embodiments may be implemented on a single web server or on a plurality of web servers, as generally shown in Figures 1b-1e.

WO 2005/069178 PCT/AU2005/000053

- 37 -

Such variations are within the scope of the invention and within the purview of an uninventive person skilled in the art.

Annexure A

Seller Form 1 - Equity / Debit Listing

Q1: Title (Alias)

Provide a brief title for the listing. (MAXIMUM 50 CHARACTERS)

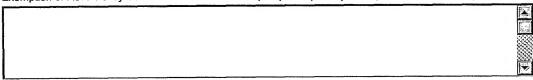
Do not disclose any name(s) that might identify the individual(s) or the listing. If the listing has permission by the Australian Investment & Securities Commission or other laws to publish the identity of the listing (eg. ASIC Class Order Exemption or ASIC Policy Statement for an electronic prospectus) then you may disclose the identity of the listing here.

New Listing

Q2: Description

Describe the reason(s) for listing. For example, description of the business opportunity, capital requirement, application of funds, prospectus media release or an executive summary. (MAXIMUM 1,000 CHARACTERS)

Do not disclose any name(s) that might identify the individual(s) or the listing. If the listing has permission by the Australian Investment & Securities Commission or other laws to publish the identity of the listing (eg. ASIC Class Order Exemption or ASIC Policy Statement for an electronic prospectus) than you may disclose the identity of the listing here



Q3: Legal Entity

Select the type of legal entity.

> Soloct	
> Select	1200

Q4: Principal Location

Select the region that best describes the principal address of the listing.

			1
ALL REGIONS	7	ALL AREAS	7

Q5: Other Geographic Regions

Select other regions in which the listing has a strong presence.

-		_	
Australia	£	ALL REGIONS	豆

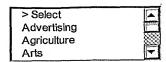
Q6: Principal Industry Category

Select the one category that best describes the principal industry focus of the listing.

	1
> Select	-
	U

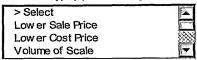
Q7: Secondary Industry Categories

Select one or more categories that describe any additional industry focus.



Q8: Competitive Advantage

Select the type(s) of advantages the listing may have.



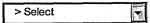
Q9: Advanced Technology

Select YES or NO if the listing uses advanced technology to manufacture products, and/or to provide services and/or to engage customers.



Q10: Business Stage

Select the stages that best describes where the business is currently at.



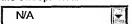
Q11: Debt Raised Previously

Has the business previously raised debt?



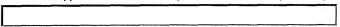
Q12: Amount of Debt Raised Previously

Select the amount of debt raised previously by this current business. Do not include successful debt funding raised by the entrepreneur for other non-related businesses.



Q13: Date When Debt Raised

Provide the approximate "month and year" when debt was previously raised.



Q14: Equity Raised Previously

Have you previously raised equity funding?



Q15: Amount of Equity Funding Raised Previously

Select the amount of equity raised previously by this current business. Do not include successful equity funds raised by the entrepreneur for other non-related businesses.

N/A	 +
	 - impuni

Q16: Founders Equity Shareholding

Select the percentage range that best describes the founders'/original owners' current stakehold in the business.



Q17: Date When Equity Raised
Provide the approximate period when equity was previously raised. Only provide year and month if possible.
Q18: Preferred Investor Type
Select the type(s) of Investor you would be comfortable with as a partner in your business. > Select Angel (Individual) Angel (Syndicate or Cluster) Bank
Q19: Minimum Total Amount Required Select the minimum total amount sought for investment.
> Select
Q20: Maximum Total Amount Required Select the maximum total amount sought for investment. > Select
Q21: Minimum Parcel Select the smallest parcel you are prepared to accept from any one investor or lender. > Select
Q22: Intellectual Property Select the type(s) of intellectual property employed by the listing. > Select Copyright Domestic Patent Global Patent
Q23: Preferred Investor Involvement Select any of the roles that you would be happy for your investor or investor's representative to have in the business. > Select Full-time Executive Part-time Executive Director
Q24: Valuation (Optional) Select the estimated valuation range appropriate to the valuation method of the listing. This may assist potential investors when assessing how much equity they might expect for their capital investment. > Select

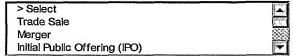
Q25: Valuation Method (Optional)

Describe the valuation method of the listing. (MAXIMUM 250 CHARACTERS)

	Š
	7

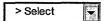
Q26: Exit Strategy

Select the preferred exit option(s) available to the listing.



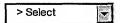
Q27: Exit Time

Select the period of time you expect the investor(s) will be able to exit from the business.



Q28: Return On Investment (ROI) (Optional)

Select the range of ROI the investor can expect once they exit.



Information Checklist

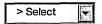
Answer NOT APPLICABLE, YES or NO if the following information is available to potential investors or buyers, who may need further information to assist them in assessing any business opportunity. Answer every question:

Q29: Current Balance Sheet	N⁄Α	7
Q30: Current Profit & Loss Statement	N/A	
Q31: Future Cash Flows & Projections	N/A	3
Q32: Details on sales and customers	N/A	7
Q33: Historical financial accounts for 3 - 5 years	N⁄Α	
Q34: Copy of last business tax return	N⁄Α	W.
Q35: Business Plan	N/A	7
Q36: Future milestones that support funding requirements	N/A	
Q37: Copy of 'Registered Trademarks/Patents	N/A	7
Q38: Copy of 'Lease/Rental Agreement(s)'	N/A	Ŧ
Q39: Copy of 'Contract for Sale' or 'Shareholders' Agreement'	N⁄Α	Ŧ
Q40: Copy of 'Business Registration'	N/A	-
Q41: Copy of 'Other Contracts & Agreements'	N/A	7
Q42: Current detailed stocktake	N/A	T
Q43: Employee Payroll	N/A	Ŧ

Q44: CV/Resume for all management employees	N/A
Q45: Return on Investment	N⁄A 🖵
Q46: Analysis of competitors	N/A 🔽
Q47: Marketing and sales strategy	N/A
Q48: Pricing strategy	N/A
Q49: Technology strategy	N/A
Q50: Product & service offering description	N/A 🔄
Q51: Competitive advantages	N/A
Q52: Copies of bank statements for the last 12 months.	N/A

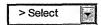
Q53: Dividends paid

Select YES or NO if the business expects to pay dividends to shareholders in the next twelve (12) months.



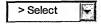
Q54: Control and Ownership

Select YES or NO if there is a preference for the original owners/founders to ALWAYS own 51% or greater stakehold in the listing.



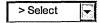
Q55: Capital Round

Select the number that best represents this capital round eg. If this is your first time to raise capital then select '1'.



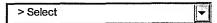
Q56: Future Equity Capital Requirements

Select YES or NO if the business intends to raise future rounds of equity capital within the two years, after this current round.



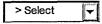
Q57: Type of Office

Select the type of location that best describes the location where the listing operates.



Q58: Number of Employees Now

Select the number of employees in the business, including executives and working owners.



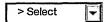
Q59: Number of Employees in the Future

Select the number of employees expected to be employed by the business in three (3) years time, including executives and working owners.



Q60: Number of Shareholders

Select the number of shareholders in the business.



Q61: Management Gaps

Select the type(s) of management gaps that need to be addressed over the next 12 months, and could possibly be supported by a potential investor(s).



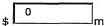
Q62: Domestic Sales - Current Financial Year

Enter the domestic (Australian only) sales estimates for the current financial year, this might include actual and forecast for that year. Enter amount in Millions of dollars. For example, \$1,389,500 is 1.4



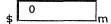
Q63: Domestic sales - Third Financial Year

Enter the domestic (Australian only) sales forecast expected in the third year (in Millions of dollars).



Q64: Export Sales - Current Financial Year

Enter the export sales estimates for the current financial year, this might include actual and forecast for that year (in Millions of dollars).



Q65: Export Sales - Third Financial Year

Enter the export sales forecast for the third financial year (in Millions of dollars).



Q66: Domestic Market Share - Current Financial Year

Enter the domestic (Australia only) market share percentage (%) estimates for the current financial year (FY). This includes actual and forecast for the year.



Q67: Domestic Market Share - Third Financial Year

Enter the domestic market share percentage (%) forecast for the third financial year (FY) eg. current financial year 2003, third financial year 2005.



Q68: Export Market Share - Current Financial Year

Enter the export market share percentage (%) estimates for the current financial year (FY). This includes actual and forecast for the year.



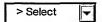
Q69: Export Market Share - Third Financial Year

Enter the export market share percentage (%) forecast for the third financial year (FY) eg. If the current financial year is 2003, enter the forecast for FY 2005.



Q70: Guarantor Obligations

Select YES or NO if the business is a guarantor under any agreement.



Q71: Financial Projection Basis

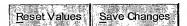
Are future financial projections based on achieving a successful round of capital?



Q72: APCX Listing Agreement

Select YES or NO if the listing has executed an APCX Listing Agreement with this listing.





ANNEXURE B

Buyer Form & Match Reports

1. Private Equity Buyer Profile

GENERAL BUYER INFORMATION

Alias TAA Fund

Required Listing Types: Equity/Debt

Legal entity: Private Company, Unlisted Public Company

Buyer location: Sydney, New South Wales

Geographic region: Global

Main industry category: IT - Internet B2B

Secondary industry Engineering, Finance, Industrial, Infrastructure

categories:

Competitive advantage: Volume of Scale, Secure Distribution, High Visibility

Advanced technology: Yes

EQUITY DEBT QUESTIONS

Business Stage: Early Stage, Expansion, Licensing

Debt previously provided to No

an emerging business:

Amount of debt previously \$0

provided to an emerging

business:

Date when debt provided: Not Applicable

Equity previously provided Yes

to an emerging business:

Amount of equity funding \$15,000,000

previously provided to an

emerging business:

Number of private equity 10-14

investments:

Date when equity provided: 2004

Type of investor:

Pool Development Fund

Minimum total amount

available:

\$ 2,000,000

Maximum total amount

available:

\$ 5,000,000

Minimum parcel:

\$ 500,000

Intellectual Property:

Global Patent, Trade Secrets

Preferred involvement:

Non-Executive Director, Investment Only

Valuation:

\$ 7,000,001 - \$ 8,000,000

Exit strategy:

Trade Sale, Merger, Listing on ASX, Listing on International

Public Exchange

Exit time:

4 years

Return on investment

31% - 35%

(ROI):

Current Balance Sheet

Current Profit & Loss

Statement

Yes Yes

Future Cash Flows &

Projections

Yes

Details on sales and

customers

Yes

Historical financial accounts Yes

for 3 - 5 years

Copy of last business tax

return

Yes

Business Plan

Yes

Future milestones that

support funding requirements

Yes

Copy of 'Registered Trademarks/ Patents	Yes
Copy of 'Lease/ Rental Agreement(s)'	Yes
Copy of 'Contract for Sale' or 'Shareholders' Agreement'	Yes
Copy of 'Business Registration'	Yes
Copy of 'Other Contracts & Agreements'	Yes
Current detailed stocktake	Yes
Employee Payroll	Yes
CV/ Resume for all management employees	Yes
Return on Investment	Yes
Analysis of competitors	Yes
Marketing and sales strategy	Yes
Pricing strategy	Yes
Technology strategy	Yes
Product & service offering description	Yes
Competitive advantages	Yes
Copies of bank statements for the last 12 months.	Yes
Dividends received:	Yes
Control and ownership:	No

I have a minimum parcel of Yes \$500,000.00 to invest in one single round, and for each

48

of the past two years, my annual income has been greater than \$250,000, and I have net-tangible assets greater than \$2.5 million.

I have executed an APCX Yes Buyer Agreement.

2. Other Buyer Profiles

GENERAL BUYER INFORMATION

Alias

New Buyer

Required Listing Types:

Equity/Debt, Sale of Equity, Trade & Alliance, Business Sale

Legal entity:

Unknown

Buyer location:

Australia

Geographic region:

Australia

Main industry category:

unknown

Secondary industry

categories:

Unknown

Competitive advantage:

Unknown

Advanced technology:

unknown

EQUITY DEBT QUESTIONS

Business Stage:

Unknown

Debt previously provided to unknown an emerging business:

Amount of debt previously unknown

provided to an emerging

business:

Date when debt provided:

unknown

Equity previously provided unknown

to an emerging business:

Amount of equity funding

unknown

previously provided to an emerging business:

unknown

Number of private equity investments:

Date when equity provided: unknown

Type of investor:

unknown

Minimum total amount

unknown

available:

Maximum total amount

unknown

available:

Minimum parcel:

unknown

Intellectual Property:

Unknown

Preferred involvement:

Unknown

Valuation:

unknown

Exit strategy:

Unknown

Exit time:

unknown

Return on investment

unknown

(ROI):

Current Balance Sheet

N/A

N/A

Current Profit & Loss

Statement

Future Cash Flows &

Projections

N/A

Details on sales and

customers

N/A

WO 2005/069178

50

Historical financial accounts for 3 - 5 years	N/A
Copy of last business tax return	N/A
Business Plan	N/A
Future milestones that support funding requirements	N/A
Copy of 'Registered Trademarks/ Patents	N/A
Copy of 'Lease/ Rental Agreement(s)'	N/A
Copy of 'Contract for Sale' or 'Shareholders' Agreement'	N/A
Copy of 'Business Registration'	N/A
Copy of 'Other Contracts & Agreements'	N/A
Current detailed stocktake	N/A
Employee Payroll	N/A
CV/ Resume for all management employees	N/A
Return on Investment	N/A
Analysis of competitors	N/A
Marketing and sales strategy	N/A
Pricing strategy	N/A
Technology strategy	N/A
Product & service offering description	N/A
Competitive advantages	N/A

WO 2005/069178 PCT/AU2005/000053

51

Copies of bank statements

for the last 12 months. Dividends received:

N/A

N/A

Control and ownership:

N/A

I have a minimum parcel of unknown \$500,000.00 to invest in one single round, and for each of the past two years, my annual income has been greater than \$250,000, and I have net-tangible assets greater than \$2.5 million.

I have executed an APCX unknown Buyer Agreement.

SALE OF EQUITY QUESTIONS

Sale of equity amount:

unknown

Estimated equity stakehold: unknown

Conditions for sale of equity

TRADE AND ALLIANCE QUESTIONS

Type of trade & alliance:

Unknown

IP Ownership:

unknown

Trade and/or alliance partner conditions:

BUSINESS SALE QUESTIONS

52

Sale amount of business: unknown

Reasons for purchase of

Unknown

business:

Years in business: unknown

unknown Profit results:

Business purchase conditions:

Match Reports 3.

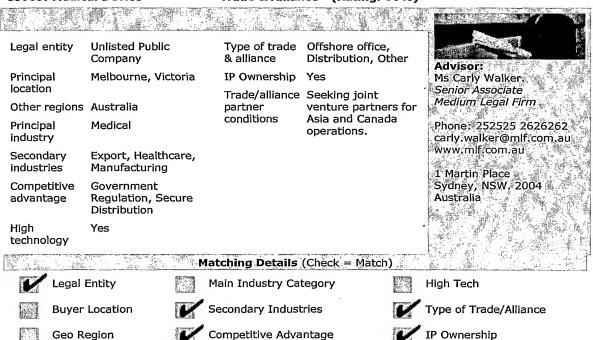
C0004: Energy Efficient Farm

C0004: Energ Hardware	y Efficient Farm	Equity / Debt	: - (Rating: 89	9%)	
					TRE:
Legal entity Principal location	Natural Person Australia	Seeking capital	Equity/Debt - Seeking betwee 100,000 and s 500,000 in ca	\$	Advisor: Mr John Fox.
Other regions Principal	Australia Agriculture	Business stage	Startup	F · · · · · · ·	Director Regional Network
industry Secondary industries	Engineering, Environment, Horticulture, Industrial, Mining	Preferred involvement	Angel (Syndic Cluster), Bank Investment Company, Off Investor, Vent	shore	Phone: 2672762 828282 john.fox@regdev.net.au www.regdev.net.au 12 Forbes St Forbes, NSW: 2999
Competitive advantage	Contracts - Government, Contracts - Commercial	Min amount required Max amount	\$ 150,000 \$ 400,000		Australia
High technology	Yes	required Min parcel	\$ 50,000	incommendation in a binning the	
Legal Er	and the second s	Matching Details Exit Strateg	the same of the sa		C/L Other Contracts
Buyer Le		Exit Time	37	Chialin Linake:	C/L Detailed Stocktake
Geo Reg	jion	Return on I	investment		C/L Employee Payroll
Main Ind	dustry Category	Current Bal	ance Sheet	V	C/L All Employees
Seconda	ary Industries	Current P&	L Statement		C/L Return On Investment
Comped	litive Advantage	Future Casi	h Flow		C/L Competitor Analysis
High Ted	ch	C/L Sales C	Customers		C/L Sales Strategy



C0009: Medical Device

Trade & Alliance - (Rating: 66%)



C0005: Mapping Technologies

Prospectus - (Rating: 100%)

PRIME is an intelligent and powerful mapping database technology. The PRIME system has a unique interactive solution based on military standards for identifying and planning access to remote and urban areas. PRIME is an industry leader and has successfully provided defense agencies worldwide with advanced mapping systems for planning military exercises. Please download the PRIME prospectus to learn more about its consumer applications for the automotive and leisure markets.

Legal entity	Unlisted Public Company	Prospectus name	Prime Knowledge Mapping Technologies Limited
Principal location	Sydney, New South Wales	Offer opens	1 July 2004
Other	Victoria,	Offer ends	31 December 2004
regions	Australia	Minimum parcel	\$ 3,000
Principal industry	IT - Software	Shares offered for subscriptrion	5000000
Secondary industries	Aviation, Education, IT - Other, Leisure,	Minimum subscription	\$1,500,000
	Marine, Mining	Full subscription	\$ 5,000,000
Competitive	Lower Cost	Oversubscription	\$1,000,000
advantage	Price, Secure Distribution,	Dividends paid	unknown
High	Large Market Share, Intellectual Property, Contracts - Government, Contracts - Commercial, Commercialised Technology, Industry Recognition Yes	Dividend Policy	The PRIME Board of Directors have an intention to pay two dividends per year, subject to profitability. Dividends will be declared in April and October each year and will be payable to the shareholders who are on the register at the date the dividend is
technology	ies		declared. Payment is made within one month of the date of declaration. Full details of the PRIME Dividend Policy is available in the prospectus.
	NO [17] AND STREET, THE STREET, AND STREET	Prospectus conditions	Download the prospectus at: www.caf.com.au/prime
	And a made an address of the second s	Matching Detai	ls (Check = Match)



Advisor: Ms Jane Doe. Partner Corporate Advisory Firm

Phone: 21938 231903 jane@caf.com www.caf.com.au

121 Macquarie St Sydney, NSW. 2000 Australia

matching Details (Check = Match)



Legal Entity



Buyer Location



Geo Region



Main Industry Category



Secondary Industries



Competitive Advantage



High Tech



Minimum Parcel



Dividend Policy

ANNEXURE C

NO NOIT				COUNTY DISCO	200	Answer	COESTIONS (SELLER)
SSECTION			1.5		3.6		CONTACT SECTION
SECTION			F-12		。 。 。 · · · · · · · · · · · · · · · · · · ·		
					· 10年8		Alias name
			100				BUSINESS SECTION
Profile listing type	Equity/Debt, Trade & Alliance, Executive Placement	10	MI	01	M	Equity/Debt	Listing type
Legal entity	Public Company	വ	MZ	ro C	MZ	Private Company Legal entity	Legal entity
Buyer location	All Capital Cities, Australia	2	M3	2	M3	Sydney	Principle location
Geographic region	All Capital Cities, Australia	10	W4	.00	M	Perth	Other geographic regions
Main industry category	Technology	80	SW.	80	W2	Technology	Principle industry category
Secondary industry categories	Engineering, Logistics	4	We with	4	M6	Marine, Logistics	Secondary industry categories
Competitive advantage	Intellectual Property	ស	WTZ	rò.	WZ	Intellectual Property	Competitive advantage
High technology	Yes .	7	8I/VI	2	M8	Yes	High technology
Key words	robotics, logistics.	4	WB	3	SW.	water, robotics, engineering, logistics	Key words

Copyright PCX Holdings Pty Limited.

		41.000	N. C.	Salar Marketter	Linkship	Another	OHECTIONS (SELLED)
GOES HOWS (BUTEK)	Answer	SCOIE RESUIT	Watching	Scotte Manix	Matching	Allowel	EQUITY / DEBT LISTING
			1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	***	Hand to the second		
Business stage	R& D, Seed, Startup.	5	M10_=14	5	M10	Statup	Business stage
Type of investor	Corporation	5	M1	Z	M1	nngel, Corporation	Angel, Corporation Preferred investor type
Minimum total amount available	\$50,000	0	M12	3	M12	\$200,000	Minimum total amount required
Maximum total amount available	\$250,000	1	M13		MIS	\$500,000	Maximum total amount required
Minimum parcel	\$50,000	2	M14	2	M14	\$50,000	Minimum parcel
Intellectual Property	Global Patent	4	M15		M15 F	Global Patent	Intellectual Property
Preferred involvement	Full-time Executive	9		9	M16	Full-time Executive	Preferred investor involvement
Valuation	\$1,000,001 - \$1,250,000	0	MIN ALL STATES	5.	M17	\$1,500,000 - \$1,750,000	Valuation
Exit strategy	Trade Sale, IPO, Public Listing	2	M18	2	M18	Trade Sale	Exit strategy
Exit time	5 years	2	M19	2.5.1 PM	M19	4 years	Exit time
Retum on investment (ROI)	26% - 30%	5	M20	ro	M20 Figure	36% - 40%	Return on investment (ROI)
Due diligence checklist				Yan Maria			Information checklist

Matching Score/Rating

		the I broken	
		מיניים א	_
		Control Do	3
		C	כ

QUESTIONS (BUYER)	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER)
Current Balance Sheet	Yes	0.5	MZ	0.5	1M21	Yes	Current Balance Sheet
Current Profit & Loss Statement	Yes	0.5	M22 150 150 150 150 150 150 150 150 150 150	0.5	M22.	Yes	Current Profit & Loss Statement
Future Cash Flows & Projections	ON	0:0	M23	0.5	M23	Yes	Future Cash Flows & Projections
Details on sales and customers	Yes	0.5	M24	0.5	-W24	Yes	Details on sales and customers
Historical financial accounts for 3 - 5 years	Yes	0.5	W25	0.5	M25	Yes	Historical financial accounts for 3 - 5 years
Copy of last business tax return.	Yes	0.5	M26	0.5	M26	Yes	Copy of last business tax return.
Business Plan	Yes	0.5	M27.	25.0 s	M27	Yes	Business Plan
Future milestones that support funding requirements	Yes	0.5	M28	. CO	W28	Yes	Future milestones that support funding requirements
Copy of Registered Trademarks/ Patents	Yes	0.5	M29	90	M29	Yes	Copy of 'Registered Trademarks/ Patents
Copy of 'Lease/ Rental Agreement(s)'	Yes	0.5	11.40 4.5	9	M30 ===	Yes	Copy of 'Lease/ Rental Agreement(s)'
Copy of 'Contract for Sale' or 'Shareholders' Agreement'	No	0.0	M31	6.0	-M31	Yes	Copy of 'Contract for Sale' or 'Shareholders' Agreement'
Copy of 'Business Registration'	Yes	0.5	M32	50	M32	Yes	Copy of 'Business Registration'.
Copy of 'Other Contracts & Agreements'	Yes	0.5	4 M33	0.55	* M33	Yes	Copy of 'Other Contracts & Agreements'
Current detailed stocktake	Yes	0.0	M34	0.5	M34	ON	Current detailed stocktake
Employee Payroll	Yes	0.5	100 M	0.5	M35	Yes	Employee Payroll
CV/ Resume for all management employees	Yes	0.5	M36	0.5	M36	Yes	CV/ Resume for all management employees

57

imited.
_
₽t
Sbu
╼
ĕ
τ
$\overline{}$
SX FE SX FE SE SE SE SE SE SE SE SE SE SE SE SE SE
ш,
-
모
0
÷
>
Copyri
۲ō
_

QUESTIONS (BUYER)	Answer	Score Result	* Matching	Score Matrix	. Matching €	Answer	QUESTIONS (SELLER)
Return on Investment	Yes	0.5	M37	0.6	M37	Yes	Return on Investment
Analysis of compettors	Yes	0.5	M38	0.5	M38	Yes	Analysis of competitors
Marketing and sales strategy	Yes	0.5	M39	90	M39	Yes	Marketing and sales strategy
Pricing strategy	No	0.5	M40	6.0	M40	ON	Pricing strategy
Technology strategy	Yes	0.5	M47	90	M41 755	Yes	Technology strategy
Product & service offering description	Yes	0.5	M42.	0.5	M42 7.	Yes	Product & service offering description
Competitive advantages	Yes	0.5	W43	0.6	M43	Yes	Compelitive advantages
Copy of the last 12 months' bank statements	Yes	0.5	M44-man	-0.5	M44. 5	Yes	Copy of the last 12 months' bank statements
Dividends received	No	0.5	M45.4	0.2	M45	N _O	Dividends paid
Control and ownership	O N	0.5	W46	0.5	1446	No	Control and ownership

٠	,	4
1	ì	í
d	2	5
•		
	F	į
ä		=
-		
	:	۰
+	٠	-
۵	1	
	V	Ų
- 1	c	2
	ē	=
٦	C	
-	ź	ï
ı	L	
-	t	1
•	•	۰
5	d	۰
5	•	٦
١,		,
٢	١	
-	۰	-
-	=	
3		=
1	5	
٠:	=	-
•	ī	:
3	٤	ς
3	-	4
		3
c	•	١
٦	-	•

QUESTIONS (BUYER)	Answer Score	Score Result	Matching	Score Matrix	Matching	Answer	OUESTIONS (SELLER)
SALE OF EQUITY			F				SALE OF EQUITY LISTING
Purchase equity for sale		0	M47	25°	M47		Sale of equity amount
Estimated equity stakehold		0	14. M48	25	M48		Sale of equity stakehold
TRADE & ALLIANCE							TRADE & ALLIANCE LISTING
Type of trade & alliance		0	M49 at 1	25	M49		Type of tracle & alliance
IP Ownership		0	W.20	25	M50		IP Ownership
BUSINESS SALES							BUSINESS SALE LISTING
Sale amount of business		0	M51	. 20	** W21		Business for sale amount
Reasons for sale of business		0	M52	10 J	M52		Reasons for sale of business
Years in business		0	M23	50	M53	C	Years in business
Profit results		0	M54	ħ	M54		Profit results
PROSPECTUS		0					PROSPECTUS LISTING
Minimum parce!		0		88	M55		Minimum parcel
Dividend Policy		0	M56 -	\$2	M56		Dividends paid
EXECUTIVE PLACEMENT		0	The second secon				EXECUTIVE PLACEMENT LISTING
Preferred involvement		0	M57	×.70	M57		Type of role
Availability		0	M58	10	* W58		Avallability
Іпсоте		0		25	# Property of the control of the con		Income
Placement status		0	M60	1	M60		Placement status

"Match t matching sheet labelled r details nited	Copyright PCX Holdings Pty Limited.
"Match t matchii sheet lal r details nited	8

Match Result 1 90.5

Private equity match (individual)

The result from matching a 'buyer profile' with a 'seller profile', using the sample data provided. The objective of Match Result 1 is to provide the investor with a way to identify opportunities that match the investor's profile. A high score represents a quality match whereas a low score represents a poor match.

QUESTIONS (SELLER)

Answer

Matching

Score Matrix

Matching

Score Result

Answer

QUESTIONS (BUYER)

Matching Algorithm

Seller profile sumitted to server Step 1

Buyer profile sumitted to server Step 2

buyer answers' with 'seller answers', if any questions is an exact match or the answer meets a minimum requirement (matching rule) the the Matrix Score Server submits data to the System. The System then matches individual for the specific question is added to Match Result 1. 100 is the highest Step 3

possible score.

This matching algorithm at Result 1" is typical of mosf services. Refer to the works MATCHING ALGORITHM for about PCX Holdings Pty Lir matching system.